

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

MASSACHUSETTS MUTUAL LIFE
INSURANCE COMPANY,

Plaintiff,

v.

MERRILL LYNCH, PIERCE, FENNER &
SMITH, INC.; DEUTSCHE BANK
SECURITIES INC.; GOLDMAN, SACHS &
CO., INC.; J.P. MORGAN SECURITIES LLC;
AND RBS SECURITIES, INC.,

Defendants.

Civil Action No. 3:11-30285-MAP

**EXHIBIT A: AGREEMENT TO RESPECT
CONFIDENTIAL INFORMATION**

I, _____, state that:

1. My address is, _____.
2. My present employer is _____.
3. My present occupation or job description is _____.
4. I have received a copy of the Order for the Production and Exchange of

Confidential Information (the "Order") entered in the above-entitled Action on

_____.

5. I have carefully read and understand the provisions of the Order.
6. I will comply with all of the provisions of the Order.

7. I will hold in confidence, will not disclose to any one not qualified under the Order, and will use only for purposes of this Action, any CONFIDENTIAL INFORMATION or HIGHLY CONFIDENTIAL INFORMATION that is disclosed to me.

8. Within sixty (60) days after conclusion of the Action, or as otherwise agreed, I will return all CONFIDENTIAL INFORMATION or HIGHLY CONFIDENTIAL INFORMATION that comes into my possession, and documents or things that I have prepared relating thereto, to counsel for the Party by whom I am employed or retained, or to counsel from whom I received the CONFIDENTIAL INFORMATION or HIGHLY CONFIDENTIAL INFORMATION.

9. I hereby submit to the jurisdiction of this Court for the purpose of enforcement of the Order in this Action.

Dated: _____